

2-366A008

Patricia J. Ward

RESEARCH CONSULTANT
2431 Davis Avenue
Alexandria, Virginia 22302
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December 31, 1992

RECORDATION NO. 18077

DEC 31 1992 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Ave., N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Lease Agreement dated March 27, 1992, which involves the following parties:

Lessor: General Electric Capital Corporation
c/o BOT Financial Corporation

Lessee: Illinois Central Railroad Company

The equipment involved in this transaction is (92) boxcars bearing the road numbers IC 553260 - IC 553351.

Please file this Memorandum of Lease Agreement as a Primary document.

The filing fee of \$16 is enclosed.

Thank you for your assistance.

Sincerely,

Patricia J. Ward
Patricia J. Ward

Enc.

DEC 31 11 06 AM '92
RECORDATIONS UNIT

Patricia J. Ward

Interstate Commerce Commission
Washington, D.C. 20423

12/31/92

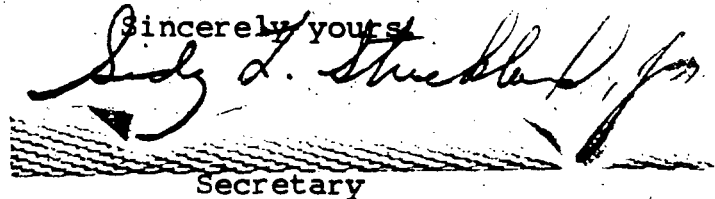
OFFICE OF THE SECRETARY

Patricia J. Ward
Research Consultant
2431 Davis Avenue
Alexandria, VA. 22302

Dear Mrs. Ward:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/31/92 at 11:15am , and assigned re-
recording number(s). 18077

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30
(7/79)

EXHIBIT C
MEMORANDUM OF
LEASE AGREEMENT

18077
RECORDATION NO. _____ FILED 1423
DEC 31 1992 - 11 15 AM
INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE AGREEMENT is intended to evidence the Lease Agreement, dated as of March 27TH, 1992 (the "Lease") between General Electric Capital Corporation (hereinafter referred to as "Lessor") c/o BOT Financial Corporation, and Illinois Central Railroad Company (the "Lessee") as lessee; for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor has the right to lease the ~~99~~ boxcars, more fully described in Annex A hereto (the "Cars").⁹² The Lessee leased from the Lessor all the Cars at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 27TH day of MARCH, 1992.

LESSOR

GENERAL ELECTRIC CAPITAL
CORPORATION

By: BOT Financial Corporation
Attorney-in-Fact

By: David A. Melham

Title: As Vice President

LESSEE

ILLINOIS CENTRAL RAILROAD
COMPANY

By: [Signature]

Title: VICE PRESIDENT TRANSPORTATION

COMMONWEALTH OR MASSACHUSETTS)
) S
COUNTY OF SUFFOLK)

On this 27th day of March, 1992, before me personally appeared David Meehan, to me personally known, who, being by me duly sworn, says that he is Sr. Vice President of BOT Financial Corporation, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Janis E. Sheppard
Notary Public

My Commission Expires: 5-30-97

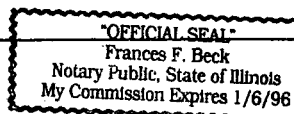
[Notarial Seal]

STATE OF Illinois)
) S
COUNTY OF Cook)

On this 19th day of June, 1992, before me personally appeared E. H. Harrison, to me personally known, who, being by me duly sworn, says that he is Vice President of Illinois Central Railroad Co., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Frances F. Beck
Notary Public

My Commission Expires: _____



[Notarial Seal]

ANNEX A

to

Memorandum of Lease Agreement

Dated as of March 27, 1992

<u>Equipment Description</u>	<u>Number of Cars</u>	<u>Equipment Numbers</u>
50'6" 9'6" wide Plate C Rigid Boxcars with 10' sliding doors	92	IC 553260 - 553351